

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

JPMORGAN CHASE & CO., et al.,

Defendants.

**DECLARATION OF
NICHOLAS F. JOSEPH**

11 Civ. 6188 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

HSBC NORTH AMERICA HOLDINGS, INC., et
al.,

Defendants.

11 Civ. 6189 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

BARCLAYS BANK PLC, et al.,

Defendants.

11 Civ. 6190 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

DEUTSCHE BANK AG, et al.,

Defendants.

11 Civ. 6192 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

FIRST HORIZON NATIONAL CORP., et al.,

Defendants.

11 Civ. 6193 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

BANK OF AMERICA CORP., et al.,

Defendants.

11 Civ. 6195 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

CITIGROUP INC., et al.,

Defendants.

11 Civ. 6196 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

GOLDMAN, SACHS & CO., et al.,

Defendants.

11 Civ. 6198 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

CREDIT SUISSE HOLDINGS (USA), INC., et al.,

Defendants.

11 Civ. 6200 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

NOMURA HOLDING AMERICA, INC., et al.,

Defendants.

11 Civ. 6201 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

MERRILL LYNCH & CO., INC., et al.,

Defendants.

11 Civ. 6202 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

SG AMERICAS, INC., et al.,

Defendants.

11 Civ. 6203 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

MORGAN STANLEY, et al.,

Defendants.

11 Civ. 6739 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

ALLY FINANCIAL INC., et al.,

Defendants.

11 Civ. 7010 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

GENERAL ELECTRIC COMPANY, et al.,

Defendants.

11 Civ. 7048 (DLC)

NICHOLAS F. JOSEPH makes the following declaration pursuant to 28 U.S.C. § 1746:

1. I am a member of the Bar of this Court and an attorney with the law firm of Quinn Emanuel Urquhart & Sullivan, LLP, attorneys for Plaintiff Federal Housing Finance Agency, as Conservator for the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation, in certain of the above-captioned actions.

2. I respectfully submit this declaration in support of Plaintiff's Memorandum of Law in Opposition to Defendants' Motion To Exclude the October 10, 2012 Expert Report of Charles D. Cowan, Ph.D. Regarding Sampling Methodology and to transmit to the Court true and correct copies of the documents described below and annexed hereto.

3. Exhibit A is a true and correct copy of a letter from Philippe Z. Selendy, Richard A. Schirtzer, Christine H. Chung, and Manisha M. Sheth of Quinn Emanuel Urquhart & Sullivan, LLP, and Michael A. Hanin of Kasowitz, Benson, Torres & Friedman, LLP, to Amanda Davidoff of Sullivan & Cromwell, LLP, dated October 16, 2012.

4. Exhibit B is a true and correct copy of a letter from Philippe Z. Selendy, Richard A. Schirtzer, Christine H. Chung, and Manisha M. Sheth of Quinn Emanuel Urquhart & Sullivan, LLP, and Michael A. Hanin of Kasowitz, Benson, Torres & Friedman, LLP, to Amanda Davidoff of Sullivan & Cromwell, LLP, dated October 24, 2012 (the "October 24 Letter").

5. Exhibit C is a true and correct copy of Table A, which was enclosed with the October 24 Letter.

6. Exhibit D is a true and correct copy of the Revised Appendix 1 to the Second Cowan Report, which was enclosed with the October 24 Letter.

7. Exhibit E is a true and correct copy of the Revised Appendix 2 to the Second Cowan Report, which was enclosed with the October 24 Letter.


8. Exhibit F is a true and correct copy of Appendix 3 to the Second Cowan Report, which was enclosed with the October 24 Letter.

9. Exhibit G is a true and correct copy of the Revised Appendix 4 to the Second Cowan Report, which was enclosed with the October 24 Letter.

10. Exhibit H is a true and correct copy of the Revised Appendix 5 to the Second Cowan Report, which was enclosed with the October 24 Letter.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
November 9, 2012



Nicholas F. Joseph